

L12000008939

Florida Department of State
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ALLEN & ALLEN ADVISORY, LLC

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**AMENDMENT OF
ARTICLES OF ORGANIZATION**

OF

ALLEN & ALLEN ADVISORY, LLC

1. The Articles of Organization of ALLEN & ALLEN ADVISORY, LLC, were filed on January 6, 2012 and made effective January 1, 2012, and were assigned Document Number L12000008939.

2. Pursuant to Florida Statutes Section 605.0202, Article IV of the Articles of Organization of the above-referenced company is hereby amended as follows:

"A. The Company is to be managed by a Manager or Managers who will generally serve from annual meeting to annual meeting of the Member(s) (or until a replacement is qualified and elected) unless the Company's Operating Agreement, if any, dictates otherwise. The initial Manager(s), however, shall serve at least until the organizational meeting of the Company and are identified as follows:

Ronald C. Allen, whose address is 5239 96th Street East, Bradenton, FL 34211.

Rebecca S. Allen, whose address is 5239 96th Street East, Bradenton, FL 34211.

B. The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:

1. Without having first obtained the prior written consent of all the Members, the Manager(s) shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

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c. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article IV within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement, if any, of the Company to:

a. Reduce the "LLC Interest" (the Member's transferrable interest and membership rights as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any), "Member Status" (the Member's rights as a member separate from the Member's transferrable interest as defined by Florida law, and further supplemented by the Company's Operating Agreement, if any), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;

e. Amend this Article IV, or;

f. Dissolve or terminate the existence of this Company, or;

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

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If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article IV within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of the Company."

3. The foregoing amendment was adopted, to become effective on the date of its filing with the office of the Florida Secretary of State, by written unanimous consent of all of the Members and Managers entitled to vote on the amendment, in accordance with Florida Statutes Section 605.04073.

4. The Florida Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 605, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 9 day of October, 2019.



Ronald C. Allen, Member



Rebecca S. Allen, Manager

FILED
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CLERK OF THE COURT
JANUARY 10, 2019

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